

RECORDATION NO. 23903 REC'D

MAR 15 '02 12-08 PM

TS
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 15, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Schedule No. 10 to Master Railcar Lease Agreement, dated as of December 28, 2001 (the Memorandum), a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Allfirst Bank (formerly known as The First National Bank of Maryland) 25 South Charles Street Baltimore Maryland 21202
Lessee:	Bombardier Capital Rail, Inc. (formerly known as NorRail Inc.) 6900 Wedgwood Road, Suite 120 Maple Grove, Minnesota 55311

A description of the railroad equipment covered by the enclosed document is:

Fifty (50) covered hopper railcars within the series NRLX 055001 - NRLX 055097 not inclusive, more specifically set forth on the Schedule attached to the Memorandum.

Mr. Vernon A. Williams
March 15, 2002
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A short summary of the document to appear in the index is:

Memorandum of Lease Schedule No. 10 to Master Railcar Lease Agreement.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

ALLFIRST BANK

**MEMORANDUM OF SCHEDULE NO. 10 TO MASTER RAILCAR
LEASE AGREEMENT**

between

**ALLFIRST BANK (formerly known as
THE FIRST NATIONAL BANK OF MARYLAND),**

as Lessor

and

**BOMBARDIER CAPITAL RAIL INC.
(formerly known as NORRAIL, INC.),**

as Lessee


MEMORANDUM OF SCHEDULE NO. 10 TO MASTER RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE NO. 10 TO MASTER RAILCAR LEASE AGREEMENT is effective as of December 28, 2001 by and between ALLFIRST BANK (formerly known as THE FIRST NATIONAL BANK OF MARYLAND), a Maryland banking corporation ("Lessor"), and BOMBARDIER CAPITAL RAIL INC. (formerly known as NORRAIL, INC.), a Minnesota corporation ("Lessee"), with reference to the following:

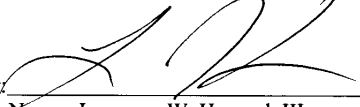
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule No. 10 dated December 28, 2001 between Lessor and Lessee to the Master Railcar Lease Agreement dated as of September 30, 1997 between Lessor and Lessee, as amended by the Master Railcar Lease Agreement Modification Agreement dated as of December 18, 1998 between Lessor and Lessee (collectively, the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule No. 10.


IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule No. 10 to Railcar Lease Agreement to be executed as of the date first above written.

ALLFIRST BANK (formerly known as
THE FIRST NATIONAL BANK OF MARYLAND),
Lessor

By: 
Richard M. Folio
Vice President

BOMBARDIER CAPITAL RAIL INC.
(formerly known as NORRAIL, INC.), Lessee

By: 
Name: Laurence W. Howard, III
Title: Secretary

By: 
Name: Andrew Baranowsky
Title: Assistant Treasurer

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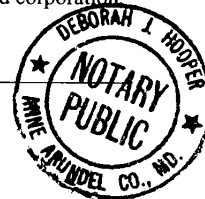
SURFACE TRANSPORTATION BOARD

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 14th day of march, 2002 before me appeared, Richard M. Folio, to me personally known, who being by me duly sworn, says that he is a Vice President of ALLFIRST BANK (formerly known as THE FIRST NATIONAL BANK OF MARYLAND), a Maryland banking corporation, that said instrument was signed on march 14, 2002 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Deborah J. Hooper
Notary Public



My commission expires: 7/27/02

STATE OF FLORIDA, COUNTY OF DUVAL, TO WIT:

On this 6th day of March 2002 before me appeared, Laurence W. Howard, III, to me personally known, who being by me duly sworn, says that he is a Secretary, of BOMBARDIER CAPITAL RAIL INC. (formerly known as NorRail, Inc.), a Minnesota corporation, that said instrument was signed and sealed on March 6th 2002 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Patricia J. Smith
Notary Public



Patricia J. Smith
My Commission CC915264
Expires March 02, 2004

My commission expires:

STATE OF FLORIDA, COUNTY OF DUVAL, TO WIT:

On this 6th day of March 2002 before me appeared, Andrew Baranowsky, to me personally known, who being by me duly sworn, says that he is an Assistant Treasurer, of BOMBARDIER CAPITAL RAIL INC. (formerly known as NorRail, Inc.), a Minnesota corporation, that said instrument was signed and sealed on March 6th, 2002 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Patricia J. Smith
Notary Public



Patricia J. Smith
My Commission CC915264
Expires March 02, 2004

My commission expires:

DESCRIPTION OF RAILCARS

Fifty (50) 110-ton, 5,660 c.f., pressure differential covered hopper railcars built new in 2001 by Thrall Car Company and bearing the following reporting marks and numbers:

NRLX055001
NRLX055011
NRLX055016
NRLX055021
NRLX055031
NRLX055036
NRLX055041
NRLX055046
NRLX055061
NRLX055066
NRLX055071
NRLX055081
NRLX055091
NRLX055096
NRLX055006
NRLX055056
NRLX055026
NRLX055051
NRLX055076
NRLX055086
NRLX055007
NRLX055037
NRLX055002
NRLX055017
NRLX055022
NRLX055027
NRLX055032
NRLX055042
NRLX055047
NRLX055057
NRLX055062
NRLX055072
NRLX055077
NRLX055082
NRLX055097
NRLX055012
NRLX055052
NRLX055092
NRLX055087
NRLX055067
NRLX055003
NRLX055008
NRLX055018
NRLX055023
NRLX055028
NRLX055033
NRLX055043
NRLX055058
NRLX055063
NRLX055073